



Entered on Docket
November 16, 2006

Hon. Linda B. Riegler
United States Bankruptcy Judge

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Attorneys for Debtors

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
USA COMMERCIAL MORTGAGE COMPANY,
Debtor.

In re:
USA CAPITAL REALTY ADVISORS, LLC,
Debtor.

In re:
USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC,
Debtor.

In re:
USA CAPITAL FIRST TRUST DEED FUND,
LLC,
Debtor.

In re:
USA SECURITIES, LLC,
Debtor.

Affects:

- ☒ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR
Chapter 11
Jointly Administered Under
Case No. BK-S-06-10725 LBR

**ORDER APPROVING: (A) DEBTORS'
DISCLOSURE STATEMENT; (B)
PROPOSED NOTICE OF
CONFIRMATION HEARING; (C)
PROPOSED SOLICITATION AND
NOTICE PROCEDURES; AND (D)
PROPOSED FORM OF BALLOTS
(AFFECTS ALL DEBTORS)**

HEARING HELD:
Date: November 13, 2006
Time: 9:30 a.m.

SCHWARTZER & MCPHERSON LAW FIRM
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Las Vegas, Nevada 89146-5308
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Upon review and consideration of: (1) the “Disclosure Statement for Debtors’ Third Amended Joint Plan of Reorganization Dated November 15, 2006” (the “Disclosure Statement”),¹ filed by the debtors in the above-captioned jointly administered chapter 11 cases (the “Debtors”); (2) the “Notice of Filing of (A) Proposed Notice Confirmation Hearing and Related Deadlines; (B) Proposed Solicitation and Notice Procedures; and (C) Proposed Form of Ballot” (the “Procedures Notice”) and all exhibits attached thereto filed by the Debtors; (3) the Notice of Filing Cover Sheet Summary of Disclosure Statement filed by the Debtors (the “Summary of Disclosure Statement Notice”); (4) all objections filed with respect to the Disclosure Statement; and (5) the arguments of counsel made at the November 13, 2006 hearing, the Court finds that:

(i) the form and manner of notice of the time set for filing objections to, and the hearing to consider the approval of, the Disclosure Statement was adequate;

(ii) any objection to the Disclosure Statement has been resolved or overruled;

(iii) the Disclosure Statement, as modified and attached hereto, contains “adequate information” within the meaning of 11 U.S.C. § 1125(a)(1); and

(iv) upon the record herein and after due deliberation thereon, it appearing that good and sufficient cause exists for the granting of the relief set forth herein,

IT IS HEREBY ORDERED that:

1. The Disclosure Statement, as modified pursuant to the November 13, 2006 hearing, a true and correct copy of which is attached hereto as Exhibit 1, is hereby approved.

2. The “Notice of Confirmation Hearing and Related Deadlines and Procedures” (the “Confirmation Hearing Notice”), a copy of which is attached hereto as Exhibit 2 (which is a revised version of the document attached as Exhibit A to the Procedures Notice), is hereby approved.

3. The proposed solicitation and balloting procedures (the “Solicitation Procedures”), a copy of which is attached hereto as Exhibit 3 (which is a revised version of the document attached as Exhibit B to the Procedures Notice), is hereby approved.

¹ Terms not otherwise defined herein shall have the same meaning ascribed to them in the Disclosure Statement.

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4. The proposed form of ballots for the four classes of creditors and two classes of equity interest holders entitled to vote on the Plan, attached hereto as Exhibits 4 through 9, respectively (which are revised versions of the sample ballot attached as Exhibit C to the Procedures Notice), are hereby approved.

5. The “Summary of Treatment of Creditors and Interest Holders Under the Second Amended Plan,” a copy of which is attached hereto as Exhibit 10, which is a revised version of the document attached to the Summary of Disclosure Statement Notice), is hereby approved.

6. The letters (the “Committee Letters”) from the four official committees (the “Committees”) appointed in the Chapter 11 cases, copies of which are attached hereto as Exhibits 11 through 14, are approved.

7. The hearing to consider the confirmation ("Confirmation") of the “Debtors’ Third Amended Joint Plan of Reorganization Dated November 15, 2006” (the “Plan”) will be held on December 19, 2006 at 10:00 a.m. (the “Confirmation Hearing”), before the Honorable Linda B. Riegle, United States Bankruptcy Judge for the District of Nevada, in Courtroom 2 of the Foley Federal Building located at 300 North Las Vegas Boulevard in Las Vegas, Nevada. The Confirmation Hearing may be continued from time to time by announcement in open Court without further notice to parties in interest. Additionally, the Plan may be modified, pursuant to 11 U.S.C. § 1127, prior to or as a result of the Confirmation Hearing, without further notice to parties in interest except as required by the Bankruptcy Code or the Federal Rules of Bankruptcy Procedure.

8. The Debtors shall cause the Confirmation Hearing Notice to be served by first class mail on or before November 20, 2006.

9. Any objections to Confirmation of the Plan must conform with the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Nevada and be filed with the Court (with a courtesy copy delivered to the Judge's chambers), and copies must be served on each of the following parties (the “Notice Parties”), so that they are filed with the Court and served on the Notice Parties on or before December 11, 2006 (the “Confirmation Objection

Deadline”):

Ray Quinney & Nebeker P.C. 36 S. State Street, Suite 1400 P.O. Box 45385 Salt Lake City, UT 84145-0385 Fax: (801) 532-7543 Attn: Annette W. Jarvis, Esq. ajarvis@rqn.com Counsel for the Debtors	Schwartzer & McPherson Law Firm 2850 South Jones Boulevard, Suite 1 Las Vegas, NV 89146 Fax: (702) 892-0122 Attn: Lenard E. Schwartzer, Esq. lschwartz@sm-law.com Local Counsel for the Debtors
Stutman, Treister & Glatt 1901 Avenue of the Stars, 12th Floor Los Angeles, CA 90067 Fax: (310) 228-5788 Attn: Eve H. Karasik, Esq. ekarasik@stutman.com Counsel for the Official Committee of Equity Holders of USA Capital First Trust Deed Fund, LLC	Gordon & Silver, Ltd. 3960 Howard Hughes Pkwy., 9th Floor Las Vegas, NV 89109 Fax: (702) 796-5555 Attn: Gregory E. Garman, Esq. geg@gordonsilver.com Counsel for the Official Committee of Holders of Executory Contract Rights through USA Commercial Mortgage Company
Orrick, Herrington & Sutcliffe LLP 400 Capitol Mall, Suite 3000 Sacramento, CA 95814-4497 Fax: (916) 329-4900 Attn: Marc A. Levinson, Esq. malevinson@orrick.com Counsel for the Official Committee of Equity Holders of USA Capital Diversified Trust Deed Fund, LLC	Lewis and Roca LLP 3993 Howard Hughes Pkwy., Suite 600 Las Vegas, NV 89169-5996 Fax: (702) 949-8321 Attn: Rob Charles, Esq. rcharles@rlaw.com Counsel for the Official Committee of Unsecured Creditors of USA Commercial Mortgage Company
Office of the United States Trustee 300 Las Vegas Boulevard, Suite 4300 Las Vegas, NV 89101 Fax: (702) 388-6658 Attn: August B. Landis, Esq. augie.landis@usdoj.gov Assistant United States Trustee	

10. The Debtors (and any Committee, at its option) shall file (with a courtesy copy delivered to the Judge's chambers) their memoranda of points and authorities in support of Confirmation (including their response to all objections filed by the Confirmation Objection Deadline), and all evidence in support of Confirmation of the Plan (collectively, the “Confirmation

Brief”) by December 15, 2006 (the “Confirmation Brief Deadline”). On the Confirmation Brief Deadline, the Debtors shall serve the Confirmation Brief on the Notice Parties and any party that filed an objection to Confirmation of the Plan.

11. Objections to Confirmation and the Confirmation Brief must have evidentiary support. Pursuant to Local Rule 9017, alternate direct testimony – i.e., declarations and affidavits – will be used for presenting evidence in connection with the Confirmation Hearing. With respect to objections to Confirmation, all declarations of witnesses and exhibits in support thereof that are intended to be presented at the Confirmation Hearing must be filed with the Court on the Confirmation Objection Deadline – i.e., on or before December 11, 2006. With respect to the Confirmation Brief, declarations of witnesses and exhibits in support thereof that are intended to be presented at the Confirmation Hearing must be filed with the Court on the Confirmation Brief Deadline – i.e., on or before December 15, 2006. However, evidence in reply to any objection to Confirmation may be presented by live testimony at the Confirmation Hearing.

12. All pleadings, documents, exhibits, and evidence filed in support of, or in opposition to, Confirmation (collectively, "Confirmation Pleadings"), shall be governed by the following procedures:

a. any Confirmation Pleading must be served upon the Notice Parties; and
 b. all declarants or affiants must appear, and be available, without need for subpoena, for cross-examination at the Confirmation Hearing (except for declarants making declarations of service). The testimony of any declarant or affiant who does not present himself or herself for cross-examination at the Confirmation Hearing will be stricken from the record and will not be considered in determining contested issues at the Confirmation Hearing, unless such party's appearance has been excused by prior order of the Court. The Debtors shall file and serve the final forms of the “Direct Lender Supplement” (as defined in the Plan) with the Court on or prior to November 24, 2006.

13. The Debtors shall file the final forms of the “Plan Documents Supplement” (as defined in the Plan) with the Court on or prior to December 5, 2006.

14. November 6, 2006 shall be the record date for the holders of claims or equity interests (the "Voting Record Date") for voting purposes only, as set forth in the Solicitation Procedures, and shall not otherwise have preclusive effect.

15. The voting deadline for receipt of Ballots accepting or rejecting the Plan shall be DECEMBER 11, 2006 AT 4:00 P.M. PREVAILING PACIFIC TIME (the "Voting Deadline"). The Debtors may extend the Voting Deadline without further order of the Court, but notice of any such extension shall be provided to holders of Claims or Equity Interests. A Ballot will not be counted as a vote to accept or reject the Plan unless it is properly executed, completed and delivered by (a) first class mail, (b) overnight courier, (c) personal delivery, or (d) facsimile, so that it is actually received by the Debtors' Solicitation Agent, BMC Group, Inc. (the "Solicitation Agent") at the appropriate address listed below by no later than the Voting Deadline:

<u>Regular Mail:</u> BMC Group Attn: USACM Solicitation Agent PO Box 911 El Segundo, CA 90245-0911	<u>Hand Delivery or Overnight Courier:</u> BMC Group Attn: USACM Solicitation Agent 1330 E. Franklin Ave. El Segundo, CA 90245
<u>Facsimile:</u> BMC Group Attn: USACM Solicitation Agent Fax No. : (866) 904-4778	

16. The Debtors shall serve the Solicitation Packages, as defined in the Solicitation Procedures, by first-class mail no later than November 20, 2006 on the parties and in the manner described in the Solicitation Procedures.

17. The Debtors shall circulate to the Committees' counsel by December 17, 2006, and file with the Court by noon, December 18, 2006, a report (the "Voting Report") with the Bankruptcy Court which will detail the tabulation of Ballots cast for or against the Plan. The Voting Report will also detail any defective, irregular or otherwise invalid Ballots that were waived or not waived by the Debtors and therefore counted or not counted.

18. Any objections to the Debtors' decision to assume, assume and assign, or reject executory contracts and unexpired leases under the Plan, and to any proposed Cure Payment, must be filed and served so as to actually be received by the Debtors and the Notice Parties no later than December 11, 2006. Any objection to the proposed Cure Payment shall include a declaration in support thereof specifying the amounts allegedly owing under sections 365(b)(1)(A) & (B) of the Bankruptcy Code. Failure to timely file and serve such objection shall result in the determination that the Debtors' tender of the Cure Payment, as specified in the Schedule of Executory Contracts and Unexpired Leases, shall provide cure and compensation for any and all defaults and unpaid obligations under such assumed or assumed and assigned executory contract or unexpired lease, and that no other amounts are owing thereunder as of the Confirmation Date.

19. The Debtors shall have until December 15, 2006, to respond to and challenge any objection filed by any party to an executory contract or unexpired lease, and/or to reject any executory contract or unexpired lease, or assume or assume and assign such contract or unexpired lease, by complying with section 365(b) of the Bankruptcy Code, if the other party to such executory contract or unexpired lease establishes that the Cure Payment is greater than the amount specified in the Schedule of Executory Contracts and Unexpired Leases.

20. The Debtors have provided adequate information in the Disclosure Statement to creditors and equity holders with respect to the Litigation Claims and objections to claims against the Debtors and their respective estates, and neither the Disclosure Statement, the Plan, Confirmation of the Plan nor the order of the Court confirming the Plan pursuant to Bankruptcy Code section 1129 shall by way of res judicata, collateral estoppel, judicial estoppel, claim or issue preclusion or otherwise preclude, bar, impair or prejudice the Debtors, the Estates, the FTDF Committee, the Post-Effective Date Entities, the Post-Effective Date DTDF, or the USACM Trust from pursuing and prosecuting the Litigation Claims, including the Avoidance

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 Tel: (702) 228-7590 · Fax: (702) 892-0122

Actions and Recovery Rights, or objections to claims against the Debtors and their respective estates.

Submitted by:
 RAY QUINNEY & NEBEKER P.C. and
 SCHWARTZER & MCPHERSON LAW FIRM

Approved / Disapproved by:
 SARA L. KISTLER
 ACTING UNITED STATES TRUSTEE
 REGION 17

By: /s/ Jeanette E. McPherson
 LENARD E. SCHWARTZER, ESQ.
 JEANETTE E. MCPHERSON, ESQ.
Attorneys for Debtor and Debtor-In-Possession

By: /s/ August B. Landis
 AUGUST B. LANDIS, ASST. U.S. TRUSTEE
 United States Department of Justice

Approved/Disapproved by:
 LEWIS AND ROCA, LLP

Approved/Disapproved by:
 GORDON & SILVER, LTD.

By: /s/ Rob Charles
 SUSAN M. FREEMAN, ESQ.
 ROB CHARLES, ESQ.
*Counsel for the Official Committee of
 Unsecured Creditors of USA Commercial
 Mortgage Company*

By: /s/ Gregory E. Garman
 GERALD M. GORDON, ESQ.
 GREGORY E. GARMAN, ESQ.
*Counsel for the Official Committee of Holders
 of Executory Contract Rights of USA
 Commercial Mortgage Company*

Approved/Disapproved by:
 ORRICK, HERRINGTON & SUTCLIFFE LLP
 and BECKLEY SINGLETON, CHTD.

Approved/Disapproved by:
 STUTMAN TREISTER & GLATT, P.C. and
 SHEA & CARLYON, LTD.

By: /s/ Marc A. Levinson
 MARC A. LEVINSON, ESQ.
 LYNN TRINKA ERNCE, ESQ.
 BRETT A. AXELROD, ESQ.
 ANNE M. LORADITCH, ESQ.
*Counsel for the Official Committee of Equity
 Security Holders of USA Capital Diversified
 Trust Deed Fund, LLC*

By: /s/ Eve Karasik
 FRANK A. MEROLA, ESQ.
 EVE KARASIK, ESQ.
 CHRISTINE PAJAK, ESQ.
 CANDACE C. CARLYON, ESQ.
*Counsel for the Official Committee of Equity
 Security Holders of USA Capital First Trust
 Deed Fund LLC*

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EXHIBIT 1

DEBTORS' FIRST AMENDED DISCLOSURE STATEMENT FOR DEBTOR'S THIRD AMENDED JOINT PLAN OF REORGANIZATION (AFFECTS ALL DEBTORS)

Filed separately herewith and docketed under
separate cover
(See Disclosure Statement, Docket No. 1798
and
Third Amended Joint Plan, Docket No. 1799)

EXHIBIT “1”

SCHWARTZER & MCPHERSON LAW FIRM
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 E-Mail: bkfilings@s-mlaw.com

Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND,
 LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:
☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC

**NOTICE OF CONFIRMATION
 HEARING AND RELATED
 DEADLINES AND PROCEDURES
 FOR SEEKING APPROVAL OF AND
 OBJECTION TO CONFIRMATION
 OF THE DEBTORS' SECOND
 AMENDED JOINT PLAN OF
 REORGANIZATION (AFFECTS ALL
 DEBTORS)**

CONFIRMATION HEARING:
Date: December 19, 2006
Time: 10:00 a.m.

PLEASE TAKE NOTICE THAT on November 6, 2006, the above-captioned Debtors (the "Debtors") filed the "Debtors' Second Amended Joint Chapter 11 Plan of Reorganization Dated November 6, 2006", and on November 7, 2006 the Debtors filed the "Disclosure Statement For Debtors' Second Amended Joint Chapter 11 Plan of Reorganization Dated November 6, 2006", with the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court"), pursuant to chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code").

PLEASE TAKE FURTHER NOTICE THAT on November 13, 2006, the Disclosure Statement, as modified pursuant to the November 13, 2006 hearing, and filed with the Court on November 15, 2006 (the "Disclosure Statement"), was approved by order of the Bankruptcy Court as containing adequate information in accordance with Bankruptcy Code § 1125(a) (the "Disclosure Statement Order"). On November 15, 2006, the Debtors filed "Debtors' Third Amended Joint Chapter 11 Plan of Reorganization Dated November 15, 2006" (the "Plan"). The Bankruptcy Court has authorized the Debtors to distribute the Disclosure Statement and all exhibits and supplements, including the Plan, as such Plan may be further amended, and authorized the Debtors to solicit acceptances of the Plan.

HEARING ON PLAN CONFIRMATION

PLEASE TAKE FURTHER NOTICE THAT:

1. The hearing to consider the confirmation ("Confirmation") of the Plan will be held on December 19, 2006 at 10:00 a.m. (the "Confirmation Hearing"), in the courtroom of the Honorable Linda Riegler, United States Bankruptcy Judge, in Courtroom 2 of the Foley Federal Building located at 300 North Las Vegas Boulevard in Las Vegas, Nevada. The Confirmation Hearing may be continued from time to time by announcement in open Court without further notice to parties in interest. Additionally, the Plan may be modified, pursuant to Bankruptcy Code § 1127, prior to or as a result of the Confirmation Hearing without further notice to parties in interest, except as required by the Bankruptcy Code and Rules.

2. The Debtors shall file (with a courtesy copy delivered to the Judge's chambers) their memoranda of points and authorities in support of Confirmation (including their

response to all objections filed by the Confirmation Objection Deadline); and all evidence in support of Confirmation of the Plan (collectively, the "Confirmation Brief") by December 15, 2006 (the "Confirmation Brief Deadline"). On the Confirmation Brief Deadline, the Debtors shall serve the Confirmation Brief on: (1) counsel for each of the official committees appointed in these cases; (2) the Office of the United States Trustee; and (3) any party that filed an objection to Confirmation of the Plan.

3. The Debtors shall file and serve the final forms of the Direct Lender Supplement with the Court on or prior to November 24, 2006.

4. The Debtors shall file the final forms of the Plan Documents Supplement with the Court on or prior to December 5, 2006.

5. All declarants or affiants in support or opposition to the Confirmation of the Plan (except for declarants making declarations of service) must appear and be available, without need for subpoena, for cross-examination at the Confirmation Hearing. The testimony of any declarant or affiant who does not appear and make himself or herself available for cross-examination at the Confirmation Hearing will be stricken from the record and will not be considered in determining contested matters at the Confirmation Hearing unless such party's appearance has been excused by order of the Court.

MANNER AND TIMING FOR VOTING AND FILING OBJECTIONS TO CONFIRMATION

PLEASE TAKE FURTHER NOTICE THAT:

6. **The last day for the receipt of Ballots accepting or rejecting the Plan is DECEMBER 11, 2006 AT 4:00 P.M. PREVAILING PACIFIC TIME (the "Voting Deadline").** For a Ballot to be counted, it must be properly executed, completed and delivered by (a) first class mail, (b) overnight courier, (c) personal delivery, or (d) facsimile so that it is actually received by the Debtors' Solicitation Agent, BMC Group, Inc. (the "Solicitation Agent") at the appropriate address listed below by no later than the Voting Deadline:

<u>Regular Mail:</u> BMC Group Attn: USACM Solicitation Agent PO Box 911 El Segundo, CA 90245-0911	<u>Hand Delivery or Overnight Courier:</u> BMC Group Attn: USACM Solicitation Agent 1330 E. Franklin Ave. El Segundo, CA 90245
<u>Facsimile:</u> BMC Group Attn: USACM Solicitation Agent Fax No. : (866) 904-4778	

7. Objections to Confirmation and the Confirmation Brief must have evidentiary support. Pursuant to Local Rule 9017, alternate direct testimony – i.e., declarations and affidavits – will be used for presenting evidence in connection with the Confirmation Hearing. With respect to objections to Confirmation of the Plan, all declarations of witnesses and exhibits in support thereof that are intended to be presented at the Confirmation Hearing must be filed with the Court on the Confirmation Objection Deadline – i.e., on or before December 11, 2006. With respect to the Confirmation Brief, declarations of witnesses and exhibits in support thereof that are intended to be presented at the Confirmation Hearing must be filed with the Court on the Confirmation Brief Deadline – i.e., on or before December 15, 2006. However, evidence in reply to any objection to Confirmation may be presented by live testimony at the Confirmation Hearing.

8. Any objections to Confirmation of the Plan must conform with the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Nevada and be filed with the Court (with a courtesy copy delivered to the Judge's chambers), and copies must be served on each of the following parties (the "Notice Parties") so that it is filed with the Court and served on the Notice Parties on or before December 11, 2006 (the "Confirmation Objection Deadline"):

Ray Quinney & Nebeker PC 36 S. State Street, Suite 1400 P.O. Box 45385 Salt Lake City, UT 84145-0385 Fax: (801) 532-7543 Attn: Annette W. Jarvis, Esq. ajarvis@rqn.com Counsel for Debtors and Debtors-In-Possession	Schwartzter & McPherson Law Firm 2850 South Jones Boulevard, Suite 1 Las Vegas, NV 89146 Fax: (702) 892-0122 Attn: Lenard E. Schwartzter, Esq. lschwartzter@s-mlaw.com Local Counsel for the Debtors
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<p>Stutman, Treister & Glatt 1901 Avenue of the Stars, 12th Floor Los Angeles, CA 90067 Fax: (310) 228-5788 Attn: Eve H. Karasik, Esq. ekarasik@stutman.com</p> <p>Counsel for the Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC</p>	<p>Gordon & Silver, Ltd. 3960 Howard Hughes Pkwy., 9th Floor Las Vegas, NV 89109 Fax: (702) 796-5555 Attn: Gregory E. Garman, Esq. geg@gordonsilver.com</p> <p>Counsel for the Official Committee of Holders of Executory Contract Rights through USA Commercial Mortgage Company</p>
<p>Orrick, Herrington & Sutcliffe LLP 8 400 Capitol Mall, Suite 3000 Sacramento, CA 95814-4497 Fax: (916) 329-4900 Attn: Marc A. Levinson, Esq. malevinson@orrick.com</p> <p>Counsel for the Official Committee of Equity Security Holders of USA Capital Diversified Trust Deed Fund, LLC</p>	<p>Lewis and Roca LLP 3993 Howard Hughes Pkwy., Suite 600 Las Vegas, NV 89169-5996 Fax: (702) 949-8321 Attn: Rob Charles, Esq. rcharles@lrlaw.com</p> <p>Counsel for the Official Committee of Unsecured Creditors of USA Commercial Mortgage Company</p>
<p>Office of the United States Trustee 300 Las Vegas Boulevard, Suite 4300 Las Vegas, NV 89101 Fax: (702) 388-6658 Attn: August B. Landis, Esq. augie.landis@usdoj.gov</p> <p>Assistant United States Trustee</p>	

RULE 3018 MOTIONS

PLEASE TAKE FURTHER NOTICE THAT:

9. Holders of (i) unimpaired claims or (ii) impaired claims or equity interests that will receive no distribution under the Plan are not entitled to vote on the Plan. If you did not receive a Ballot form with this Notice, the Debtors believe that you are not entitled to vote on the Plan. If you disagree with the Debtors' classification or amount of your claim for voting purposes, contact the Solicitation Agent. If, after contacting the Solicitation Agent, you still disagree with the Debtors' classification or amount of your claim, then you must file with the Bankruptcy Court

and serve on the undersigned counsel a motion for an order pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of such claim in a different amount or in a different class for purposes of voting to accept or reject the Plan (a "Rule 3018 Motion"). All Rule 3018 Motions must be filed and served so as to be received by the undersigned counsel within 10 days after service of this Notice. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's or equity interest holder's Ballot will not be counted unless temporarily allowed for an amount determined by the Bankruptcy Court for voting purposes, after notice and a hearing. Creditors may contact the Solicitation Agent to receive a Ballot for any claim for which a Rule 3018 Motion has been timely filed. Rule 3018 Motions that are not timely filed and served in the manner set forth above shall not be considered.

EXECUTORY CONTRACTS AND UNEXPIRED LEASES

PLEASE TAKE FURTHER NOTICE THAT:

10. The Plan provides for the assumption, assumption and assignment, or rejection of all prepetition executory contracts and unexpired leases of the Debtors that have not otherwise been assumed or rejected in the Debtors' cases. No later than twenty (20) days prior to the commencement of the Confirmation Hearing, the Debtors will file a Schedule of Executory Contracts and Unexpired Leases (the "Executory Contracts Schedule") with the Bankruptcy Court setting forth all unexpired leases or executory contracts, if any, that they intend to assume. At this time, the Debtors do not anticipate assuming any unexpired leases or executory contracts but reserve their right to do so. The Plan provides that all remaining unexpired leases or executory contracts not previously rejected that are not listed on the schedule are rejected, as permitted by sections 365 and 1123 of the Bankruptcy Code.

11. Any objection to the proposed Cure Payment shall include a declaration in support thereof specifying the amounts allegedly owing under sections 365(b)(1)(A) & (B) of the Bankruptcy Code. Failure timely to file and serve such objection shall result in the determination that the Debtors' tender of the Cure Payment, as specified in the Executory Contracts Schedule, shall provide cure and compensation for any and all defaults and unpaid obligations under such assumed or assumed and assigned executory contract or unexpired lease, and that no other amounts are owing thereunder as of the Confirmation Date.

SCHWARTZ & MCPHERSON LAW FIRM
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 Las Vegas, Nevada 89146-5308
 Tel: (702) 228-7590 · Fax: (702) 892-0122

12. Any objections to the Debtors' decision to assume, assume and assign, or reject contracts and leases, and to any proposed Cure Payment, must be filed and served so as to actually be received by the Debtors and the Notice Parties no later than December 11, 2006. Any objection to the proposed Cure Payment shall include an affidavit in support thereof specifying the amounts allegedly owing under sections 365(b)(1)(A) & (B) of the Bankruptcy Code. Failure timely to file and serve such objection, including the affidavit in support thereof, shall result in the determination that the Debtors' tender of the Cure Payment, as specified in the Executory Contracts Schedule, shall provide cure and compensation for any and all defaults and unpaid obligations under such assumed or assumed and assigned executory contract or unexpired lease, and that no other amounts are owing thereunder as of the Confirmation Date. The Debtors will then have until December 15, 2006, to respond to and challenge any objection filed by any party to an executory contract or unexpired lease. The Debtors may reject any executory contract or unexpired lease, or assume, or assume and assign, such contract or unexpired lease, by complying with section 365(b) of the Bankruptcy Code, if the other party to such executory contract or unexpired lease establishes that the Cure Payment is greater than the amount specified in Executory Contracts Schedule. In the event that any such objections are not resolved prior to Plan Confirmation, such objections shall not delay the Confirmation process. Instead, the Debtors shall be authorized to confirm the Plan, and to resolve any such outstanding objection after Plan Confirmation.

INJUNCTIONS CONTAINED IN THE PLAN

PLEASE TAKE FURTHER NOTICE THAT:

13. Bankruptcy Rule 2002(c)(3) provides that if a plan provides for an injunction against conduct not otherwise enjoined under the Bankruptcy Code, the notice of the deadline for filing objections to Plan Confirmation must contain a statement in bold or underlined text disclosing that the Plan proposes several injunctions, and describe briefly the nature of each injunction and discloses the identity of the entities that will be subject to such injunctions. In compliance with Rule 2002(c)(3), the Debtors hereby disclose that the Plan includes the following injunctive provisions:

(a) **1146(c) Injunction.** The Plan provides as follows: "In accordance with Section 1146(c) of the Bankruptcy Code, the making delivery, filing or recording of any mortgages, deeds of trust, leasehold mortgages, leases (whether recorded or unrecorded) and/or the various instruments and documents of transfer as specified in or contemplated by the Plan, including the documents related to the Asset Sale Transaction and/or the exhibits thereto, are hereby exempt from taxation under any law imposing a recording tax, stamp tax, transfer tax, or any similar tax. The appropriate state or local government officers are hereby directed to accept for filing or recording all Instruments of Transfer or other documents of transfer to be filed and recorded in accordance with the Plan and the exhibits thereto, without payment of any such tax or government assessment, and without the presentation of any affidavits, instruments, or returns otherwise required for recording other than the Confirmation Order. The Court retains jurisdiction to enforce the foregoing direction by contempt proceedings or otherwise."

(b) **Plan Injunction.** The Plan provides as follows: "Except as otherwise provided in the Plan or the Confirmation Order, on and after the Effective Date all Entities that have held, currently hold or may hold a debt, Claim, other liability or Equity Interest against or in the Debtors that would be discharged upon confirmation of the Plan on the Effective Date but for the provisions of Section 1141(d)(3) of the Bankruptcy Code shall be permanently enjoined from taking any of the following actions on account of such debt, Claim, liability, Equity Interest or right: (A) commencing or continuing in any manner any action or other proceeding on account of such debt, Claim, liability, Equity Interest or right against assets or proceeds thereof that are to be distributed under the Plan, other than to enforce any right to a distribution with respect to such assets or the proceeds thereof as provided under the Plan; (B) enforcing, attaching, collecting or recovering in any manner any judgment, award, decree, or order against any assets to be distributed to creditors under the Plan, other than as permitted under subparagraph (A) above; and (C) creating, perfecting or enforcing any lien or encumbrance against any assets to be distributed under the Plan, other than as permitted by the Plan, provided that nothing contained herein shall limit the rights of any distributee under the Plan from taking any actions in respect of property distributed or to be distributed to it under the Plan."

ADDITIONAL INFORMATION

PLEASE TAKE FURTHER NOTICE THAT:

14. Parties desiring more information about the solicitation procedures may contact the Debtors' Solicitation Agent, BMC Group, at (888) 909-0100. Parties desiring more information about the contents of the Plan may contact the office of the Debtors' counsel, Ray Quinney & Nebeker P.C., attention Carrie Hurst, at (801) 532-1500.

Respectfully submitted this ____ day of November, 2006.

Lenard E. Schwartz, Nevada Bar No. 0399
Jeanette E. McPherson, Nevada Bar No. 5423
SCHWARTZER & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146

and

Annette W. Jarvis, Utah Bar No. 1649
RAY QUINNEY & NEBEKER P.C.
36 South State Street, Suite 1400 P.O. Box 45385
Salt Lake City, Utah 84145-0385

SCHWARTZER & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Tel: (702) 228-7590 · Fax: (702) 892-0122

EXHIBIT “1”

SOLICITATION PROCEDURES

1. The record date for purposes of determining the creditors and equity interest holders entitled to receive a Solicitation Package (defined below) and to vote on the Plan shall be **November 6, 2006** (the “Voting Record Date”).

2. The following holders of claims and equity interests (or the transferee of such claims or interests as of the Voting Record Date pursuant to Fed. R. Bankr. P. 3001(e)) shall receive solicitation packages and may be entitled to vote on the Plan:

(a) holders of claims appearing on the Debtors’ bankruptcy schedules (“Schedules”) filed with the Court to the extent such claims are not scheduled as disputed, contingent, or unliquidated;

(b) creditors who have filed a proof of claim on or before the Voting Record Date to the extent no objection to the claim has been filed with the Court;

(c) direct lenders who appear in the Debtors’ accounting records as of the Voting Record Date as a lender on one or more of the loans serviced by USACM (“Direct Lenders”);

(d) holders of equity interests appearing on the Debtors’ lists of equity security holders that were deemed to have been filed with the Court pursuant to a prior order of the Court;

(e) holders of equity interests who file a proof of interest on or before the Voting Record Date to the extent no objection to the equity interest has been filed with the Court; and

(f) creditors and equity interest holders who are not listed in the Schedules (or whose claims are listed as disputed, contingent or unliquidated) and who do not have a proof of claim or proof of interest on file by the Voting Record Date, but who file a proof of claim or proof of interest on or before the initial Claims Bar Date of November 13, 2006, will receive a solicitation package. The Debtors are allowed additional time to provide packages to these parties and they will be served as soon as reasonably possible.

3. The voting deadline for receipt of ballots (“Ballots”) accepting or rejecting the Plan shall be **DECEMBER 11, 2006 AT 4:00 P.M. PREVAILING PACIFIC TIME** (the “Voting Deadline”). The Debtors may extend the Voting Deadline without further order of the Court, but notice of any such extension shall be provided to voting creditors and interest holders. A Ballot will not be counted as a vote to accept or reject the Plan unless it is properly executed,

completed and delivered by (a) first class mail, (b) overnight courier, (c) personal delivery, or (d) facsimile, so that it is actually received by the Debtors' Solicitation Agent, BMC Group, Inc. (the "Solicitation Agent") at the appropriate address listed below by no later than the Voting

Deadline:

<u>Regular Mail:</u> BMC Group Attn: USACM Solicitation Agent PO Box 911 El Segundo, CA 90245-0911	<u>Hand Delivery or Overnight Courier:</u> BMC Group Attn: USACM Solicitation Agent 1330 E. Franklin Ave. El Segundo, CA 90245
<u>Facsimile:</u> BMC Group Attn: USACM Solicitation Agent Fax No. : (866) 904-4778	

Ballots delivered to BMC by facsimile must be sent only to the fax number given immediately above. Ballots sent to any other fax number, including any fax number maintained by the Debtors, Debtors' counsel, the Committees' counsel, or any other professional in this case, or by any other electronic means, WILL NOT BE ACCEPTED.

4. Copies of the following materials shall constitute the "Solicitation Package":
 - (a) a notice of the hearing indicating the time, date, and place at which the Court will consider confirmation of the Plan and of the deadline for filing objections to such confirmation ("Notice of Confirmation Hearing");
 - (b) the Debtors' Disclosure Statement relating to the Plan (the "Disclosure Statement"), as it may be approved by the Court (with all exhibits thereto, including the Plan, and any other supplements or amendments which may be filed with the Bankruptcy Court);
 - (c) any supplemental solicitation materials the Debtors or Committees may file with the Court or that the Court may order to be distributed;
 - (d) the Court's order approving the Disclosure Statement (without exhibits);

- (e) Ballot(s) with voting instructions;
- (f) a pre-addressed, return envelope;
- (g) a “Notice of Non-Voting Status with Respect to Unimpaired Claims Deemed to Accept the Plan;” and
- (h) a “Notice of Non-Voting Status with Respect to Impaired Classes Deemed to Reject the Plan.”

5. The Debtors shall serve items (a) through (d) in paragraph 4 above, by United States mail, first class, postage prepaid, on the most current Limited Mailing Matrix on file with the Court as of the Voting Record Date.

6. The Debtors shall solicit the votes of creditors and equity interest holders by serving items (a) through (f) in paragraph 4 above by mail on those persons listed in paragraph 2 above (except as provided below).

7. The Debtors shall serve the Solicitation Package by first-class mail by no later than **November 20, 2006** (except as provided in paragraph 2(f) above) on the parties and in the manner described herein.

8. In accordance with section 1124 of the Bankruptcy Code, classes A-1, A-2, A-3, B-1, B-2, B-3, B-4, C-1, C-2, C-3, C-4, D-1, D-2, D-3, E-1, E-2, and E-3 under the Plan are unimpaired by the Plan and therefore, under section 1126(f) of the Bankruptcy Code, holders of claims in such classes are presumed to have accepted the Plan and their votes will not be solicited. The Debtors will mail to such holders items (a) and (g) in paragraph 4 above.

9. Under the Plan, holders of claims in classes A-6 and A-7, and holders of equity interests in classes D-5 and E-5, are not entitled to receive or retain any property on account of such interests and, in accordance with section 1126(g) of the Bankruptcy Code, are impaired by the Plan and deemed to have rejected the Plan. Accordingly, their votes will not be solicited. The Debtors will mail to such holders items (a) and (h) in paragraph 4 above.

10. The items listed in paragraph 4 above (other than Ballots) can be obtained by accessing the Debtors' website at usacapitalcorp.com or the Solicitation Agent's website at www.bmcgroup.com/usacmc, or by contacting the Solicitation Agent in writing at BMC Group, Attn: USACM Solicitation Agent, 1330 E. Franklin Avenue, El Segundo, CA 90245, or via e-mail at usacmc@bmcgroup.com, or by calling (888) 909-0100.¹

11. In tabulating votes, the following hierarchy shall be used to determine the amount associated with each creditor's or equity interest holder's vote:

For Creditors

(a) The claim amount contained in a proof of claim, provided however, that creditors who timely filed proofs of claim in unliquidated, contingent, unknown or blank amounts and that are not the subject of an objection filed before the voting on the Plan, will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, and will count as Ballots for claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code.

(b) The claim amount listed in the Debtors' Schedules, provided that such claim is not scheduled as contingent, disputed or unliquidated and has not been paid prior to the voting on the Plan.

(c) As to Direct Lenders who submit a Ballot for Class A-5 under the Plan, such Ballot will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, and will count as a claim in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code.

For Equity Holders

(d) The equity holder's asserted interest deemed, pursuant to a Court Order, to be listed on the Debtors' Schedules, unless the equity holders' interest has filed a proof of interest on or before the Voting Record Date asserting an interest in a different amount, in which case the proof of interest amount will be counted.

¹ Copies of Ballots will not be available on the websites. Voting creditors or interest holders must contact the Solicitation Agent directly in writing or by telephone if they need a replacement Ballot.

The amounts established pursuant to this section shall be deemed to be controlling for voting purposes only, and shall not constitute the allowed amount of any claim or interest (if any) for distribution purposes.

12. The following voting procedures and standard assumptions shall be used in tabulating ballots:

- (a) No Ballot should be delivered to any of the Debtors, their agents (other than the Solicitation Agent), or the Debtors' financial or legal advisors. Any such Ballots will not be counted.
- (b) The Solicitation Agent shall date-stamp all Ballots immediately upon receipt. The Solicitation Agent shall retain the original Ballots together with an electronic copy of the same for a period of one (1) year after the Effective Date of the Plan, unless otherwise ordered by the Court.
- (c) Creditors must vote all of their claims or equity interests within a particular Plan class either to accept or reject the Plan and may not split their vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted.
- (d) If a Ballot is executed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of corporations, or others acting in a fiduciary or representative capacity on a creditor's or Beneficial Holder's behalf, such person or persons shall indicate such capacity when executing the Ballot, and, if necessary, will be required or requested by either the applicable Nominee or its agent, the Solicitation Agent, the Debtors, or the Court, to provide proper evidence to the requesting party to so act on behalf of such claimant or Beneficial Holder.
- (e) The Debtors, subject to contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, provided however, that any such waivers will be documented in the Voting Report.
- (f) Neither the Debtors, nor any other person or entity, shall be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will they incur any liability for failure to provide such notification.
- (g) Unless waived or otherwise ordered by the Bankruptcy Court, any defects or irregularities in connection with receipt of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.

- (h) In the event a designation of vote is requested by a party-in-interest under section 1126(e) of the Bankruptcy Code, such vote will be counted by the Debtors as ordered by the Court, after notice and a hearing in accordance with section 1126(e).
- (i) Subject to any contrary order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided however, that any such rejections will be documented in the Voting Report.
- (j) A Ballot cast by a holder that cannot be identified as a holder of a claim or interest entitled to vote in a class as provided in the Plan and for the amount specified on such Ballot, shall not be counted unless such Ballot is submitted with respect to a claim for which a motion under Fed. R. Bankr. P. 3018 has been filed.
- (k) If a claim has been estimated or otherwise allowed for voting purposes by final order of the Court, such claim shall be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution.
- (l) Except as otherwise provided herein, unless the Ballot furnished is submitted timely on or prior to the Voting Deadline, the Debtors shall treat the Ballot as invalid and such Ballot will not be counted with respect to confirmation of the Plan.
- (m) The method of delivery of Ballots sent to the Solicitation Agent is at the election and risk of the voting creditor or equity holder, but, except as otherwise provided in the Disclosure Statement, such delivery will be deemed made only when the original executed Ballot (or facsimile thereof transmitted as set forth in paragraph 3 above) is actually received by the Solicitation Agent on or before the Voting Deadline.
- (n) An original executed Ballot is required to be returned by one of the methods set forth in paragraph 3 above (i.e., by mail, hand delivery, overnight courier, or facsimile transmission). A Ballot delivered to the Solicitation Agent by e-mail or any other electronic means will not be valid and therefore not counted.
- (o) If an objection to a claim or interest is filed with the Court by the Debtors or Committees by the voting deadline, the Ballot of the holder of such Disputed Claim or Interest will not be counted.
- (p) If multiple Ballots are received prior to the Voting Deadline from the same creditor with respect to the same claim or equity interest, the last timely

received properly executed Ballot will be deemed to reflect that voter's intent and will supersede and revoke all such other Ballots.

- (q) The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the creditor or interest holder; (ii) any Ballot cast by a person or entity that does not hold a claim or interest in a class that is entitled to vote on the Plan; (iii) any Ballot cast for a claim scheduled as unliquidated, contingent or disputed for which no proof of claim or proof of interest was timely filed; (iv) any Ballot that does not indicate either a vote to accept the Plan or a vote to reject the Plan; (v) any Ballot that votes to both accept and reject the Plan; and (vi) any unsigned Ballot.
- (r) The Debtors shall file by noon, December 18, 2006, a Voting Report with the Bankruptcy Court which will detail the tabulation of Ballots cast for or against the Plan. The Voting Report will also detail any defective, irregular or otherwise invalid Ballots that were waived or not waived by the Debtors and therefore counted or not counted.

900159v4

EXHIBIT “1”

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIAL MAILED WITH THIS BALLOT

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor.	Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR
In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor.	Chapter 11 Jointly Administered Under Case No. BK-S-06-10725 LBR
In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.	
In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.	
In re: USA SECURITIES, LLC, Debtor.	
Affects: <input type="checkbox"/> All Debtors <input checked="" type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA Capital First Trust Deed Fund, LLC <input type="checkbox"/> USA Securities, LLC	

BALLOT

**TO ACCEPT OR REJECT DEBTORS' THIRD AMENDED JOINT PLAN OF
REORGANIZATION (AFFECTS USA COMMERCIAL MORTGAGE COMPANY)**

CLASS A-5 DIRECT LENDER COMPROMISE CLAIM

VOTING RECORD DATE: NOVEMBER 6, 2006

IMPORTANT

VOTING DEADLINE: DECEMBER 11, 2006 AT 4:00 P.M. PREVAILING PACIFIC TIME

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PROMPTLY COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT SO THAT IT IS **RECEIVED** BY THE SOLICITATION AGENT BY THE VOTING DEADLINE.

If you are the holder of a Class A-5 Direct Lender Compromise Claim please use this Ballot to cast your vote to accept or reject the Debtors' Third Amended Joint Plan of Reorganization (the "Plan") which is being proposed by the Debtors. The Plan is Exhibit A to the Disclosure Statement dated November 15, 2006 (the "Disclosure Statement"), which accompanies this Ballot. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by holders of at least two-thirds in amount of the allowed and more than one-half in number of allowed Claims in your class that vote on the Plan and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

To have your vote count, this Ballot must be completed and returned to the address indicated, or transmitted via facsimile as instructed below, by the Voting Deadline. Please see the "Instructions for Completing the Ballot" below for additional information.

The Debtors reserve the right to amend the Plan. Amendments to the Plan that do not materially and adversely affect the treatment of holders of Claims or Interests in your class may be approved by the Bankruptcy Court at the confirmation hearing without the necessity of re-soliciting votes of holders of Claims or Interests in your class. If re-solicitation is required, the Debtors will furnish new Ballots to be used to accept or reject the Plan, as amended.

PLEASE READ THE ATTACHED INSTRUCTIONS FOR COMPLETING THE BALLOT BEFORE COMPLETING THE BALLOT:

Item 1. Amount of your Class A-5 Direct Lender Compromise Claim

Name of Holder: _____

For voting purposes only, the deemed allowed amount of your claim as of the November 6, 2006 Voting Record Date is \$1.00

Item 2. Vote – Acceptance or Rejection of the Plan: The Holder of the Class A-5 Direct Lender Compromise Claim as set forth in Item 1 votes with respect to the proposed treatment of its Claim against the Debtors as follows (check one box only):

<input type="checkbox"/> to ACCEPT the Plan	<input type="checkbox"/> to REJECT the Plan
--	--

Item 3. Certifications: By returning this Ballot, the undersigned certifies and/or acknowledges that:

- the Holder of the A-5 Direct Lender Compromise Claim set forth in Item 1 above has been provided with a copy of the Disclosure Statement, including the Plan;
- the Holder of the A-5 Direct Lender Compromise Claim set forth in Item 1 above has full power and authority to vote to accept or reject the Plan;
- the Holder of the A-5 Direct Lender Compromise Claim set forth in Item 1 above has voted to accept or reject the Plan as set forth in Item 2 above;
- this solicitation of Plan acceptances is subject to all the terms and conditions set forth in the Disclosure Statement and the Plan; and
- by signing and returning this Ballot, the undersigned certifies that (i) this Ballot has been executed on behalf of an entity or individual and (ii) the undersigned has full power and authority to execute this Ballot on behalf of such entity or individual:

Dated: _____

Name: _____
(Print or Type)

Signature: X _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Telephone Number: _____

Street Address: _____

City, State and Zip Code: _____

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO
BMC GROUP IN THE ENVELOPE PROVIDED OR VIA FACSIMILE AS INSTRUCTED.**

THE VOTING DEADLINE IS DECEMBER 11, 2006.

ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtors are soliciting your vote pursuant to the provisions of chapter 11 of the Bankruptcy Code with respect to the Plan referred to in the Disclosure Statement. Please review the Disclosure Statement in its entirety, including the exhibits thereto, before you vote.

Instructions: Please complete this Ballot as follows:

- (a) vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - (b) review the acknowledgment set forth in Item 3;
 - (c) review the certification and provide the information required in Item 3;
 - (d) date this Ballot, and provide your address if it does not appear on the Ballot;
 - (e) if you are completing this Ballot on behalf of another entity, you must indicate your relationship with such entity and the capacity in which you are signing; and
 - (h) return your ballot as indicated below:
- **SO THAT IT IS RECEIVED BY THE SOLICITATION AGENT BY 4:00 P.M. PREVAILING PACIFIC TIME ON DECEMBER 11, 2006.**
 - **ANY BALLOT WHICH IS EXECUTED BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN WILL NOT BE COUNTED.**
 - **YOU MUST VOTE ALL YOUR CLAIMS OR INTERESTS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND YOU MAY NOT SPLIT YOUR VOTE.**
 - **PLEASE RETURN YOUR BALLOT SO THAT IT WILL BE RECEIVED BY THE VOTING DEADLINE.**

THE SOLICITATION AGENT IS BMC GROUP

Regular Mail:	Hand Delivery or Fed Ex:	Facsimile:
BMC Group Attn: USACM Solicitation Agent PO Box 911 El Segundo, CA 90245-0911	BMC Group Attn: USACM Solicitation Agent 1330 E. Franklin Ave. El Segundo, CA 90245	BMC Group Attn: USACM Solicitation Agent Fax No.: (866) 904-4778

- **IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIAL, INCLUDING THE PLAN, PLEASE CALL (888) 909-0100**

This Ballot shall not constitute or be deemed a proof of claim, equity interest or an assertion of a claim or equity interest.

EXHIBIT “1”

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIAL MAILED WITH THIS BALLOT

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:	Case No. BK-S-06-10725 LBR
USA COMMERCIAL MORTGAGE COMPANY,	Case No. BK-S-06-10726 LBR
Debtor.	Case No. BK-S-06-10727 LBR
	Case No. BK-S-06-10728 LBR
	Case No. BK-S-06-10729 LBR
In re:	Chapter 11
USA CAPITAL REALTY ADVISORS, LLC,	Jointly Administered Under
Debtor.	Case No. BK-S-06-10725 LBR
In re:	
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,	
Debtor.	
In re:	
USA CAPITAL FIRST TRUST DEED FUND, LLC,	
Debtor.	
In re:	
USA SECURITIES, LLC,	
Debtor.	
Affects: <input type="checkbox"/> All Debtors <input checked="" type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA Capital First Trust Deed Fund, LLC <input type="checkbox"/> USA Securities, LLC	

BALLOT

TO ACCEPT OR REJECT DEBTORS' THIRD AMENDED JOINT PLAN OF REORGANIZATION (AFFECTS USA COMMERCIAL MORTGAGE COMPANY)

CLASS A-4 GENERAL UNSECURED CLAIM AGAINST USACM

VOTING RECORD DATE: NOVEMBER 6, 2006

IMPORTANT

VOTING DEADLINE: DECEMBER 11, 2006 AT 4:00 P.M. PREVAILING PACIFIC TIME

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PROMPTLY COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT SO THAT IT IS **RECEIVED** BY THE SOLICITATION AGENT BY THE VOTING DEADLINE.

If you are the holder of a Class A-4 General Unsecured Claim Against USACM please use this Ballot to cast your vote to accept or reject the Debtors' Third Amended Joint Plan of Reorganization (the "Plan") which is being proposed by the Debtors. The Plan is Exhibit A to the Disclosure Statement dated November 15, 2006 (the "Disclosure Statement"), which accompanies this Ballot. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the allowed Claims in your class that vote on the Plan and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

To have your vote count, this Ballot must be completed and returned to the address indicated, or transmitted via facsimile as instructed below, by the Voting Deadline. Please see the "Instructions for Completing the Ballot" below for additional information.

The Debtors reserve the right to amend the Plan. Amendments to the Plan that do not materially and adversely affect the treatment of holders of Claims or Interests in your class may be approved by the Bankruptcy Court at the confirmation hearing without the necessity of re-soliciting votes of holders of Claims or Interests in your class. If re-solicitation is required, the Debtors will furnish new Ballots to be used to accept or reject the Plan, as amended.

PLEASE READ THE ATTACHED INSTRUCTIONS FOR COMPLETING THE BALLOT BEFORE COMPLETING THE BALLOT:

Item 1. Amount of your Class A-4 General Unsecured Claim Against USACM

Name of Holder: _____

Amount as of the November 6, 2006 Voting Record Date: \$ _____

Item 2. Vote – Acceptance or Rejection of the Plan: The Holder of the Class A-4 General Unsecured Claim Against USACM as set forth in Item 1 votes with respect to the proposed treatment of its Claim against the Debtors as follows (check one box only):

<input type="checkbox"/> to ACCEPT the Plan	<input type="checkbox"/> to REJECT the Plan
--	--

Item 3. Certifications: By returning this Ballot, the undersigned certifies and/or acknowledges that:

- the Holder of the A-4 General Unsecured Claim Against USACM set forth in Item 1 above has been provided with a copy of the Disclosure Statement, including the Plan;
- the Holder of the A-4 General Unsecured Claim Against USACM set forth in Item 1 above has full power and authority to vote to accept or reject the Plan;
- the Holder of the A-4 General Unsecured Claim Against USACM set forth in Item 1 above has voted to accept or reject the Plan as set forth in Item 2 above;
- this solicitation of Plan acceptances is subject to all the terms and conditions set forth in the Disclosure Statement and the Plan; and
- By signing and returning this Ballot, the undersigned certifies that (i) this Ballot has been executed on behalf of an entity or individual and (ii) the undersigned has full power and authority to execute this Ballot on behalf of such entity or individual:

Dated: _____

Name: _____
(Print or Type)

Signature: X _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Telephone Number: _____

Street Address: _____

City, State and Zip Code: _____

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO
BMC GROUP IN THE ENVELOPE PROVIDED OR VIA FACSIMILE AS INSTRUCTED.**

THE VOTING DEADLINE IS DECEMBER 11, 2006.

ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtors are soliciting your vote pursuant to the provisions of chapter 11 of the Bankruptcy Code with respect to the Plan referred to in the Disclosure Statement. Please review the Disclosure Statement in its entirety, including the exhibits thereto, before you vote.

Instructions: Please complete this Ballot as follows:

- (a) vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - (b) review the acknowledgment set forth in Item 3;
 - (c) review the certification and provide the information required in Item 3;
 - (d) date this Ballot, and provide your address if it does not appear on the Ballot;
 - (e) if you are completing this Ballot on behalf of another entity, you must indicate your relationship with such entity and the capacity in which you are signing; and
 - (h) return your ballot as indicated below:
- **SO THAT IT IS RECEIVED BY THE SOLICITATION AGENT BY 4:00 P.M. PREVAILING PACIFIC TIME ON DECEMBER 11, 2006.**
 - **ANY BALLOT WHICH IS EXECUTED BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN WILL NOT BE COUNTED.**
 - **YOU MUST VOTE ALL YOUR CLAIMS OR INTERESTS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND YOU MAY NOT SPLIT YOUR VOTE.**
 - **PLEASE RETURN YOUR BALLOT SO THAT IT WILL BE RECEIVED BY THE VOTING DEADLINE.**

THE SOLICITATION AGENT IS BMC GROUP

Regular Mail:	Hand Delivery or Fed Ex:	Facsimile:
BMC Group Attn: USACM Solicitation Agent PO Box 911 El Segundo, CA 90245-0911	BMC Group Attn: USACM Solicitation Agent 1330 E. Franklin Ave. El Segundo, CA 90245	BMC Group Attn: USACM Solicitation Agent Fax No.: (866) 904-4778

- **IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIAL, INCLUDING THE PLAN, PLEASE CALL (888) 909-0100**

This Ballot shall not constitute or be deemed a proof of claim, equity interest or an assertion of a claim or equity interest.

EXHIBIT “1”

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIAL MAILED WITH THIS BALLOT

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor.	Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR
In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor.	Chapter 11 Jointly Administered Under Case No. BK-S-06-10725 LBR
In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.	
In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.	
In re: USA SECURITIES, LLC, Debtor.	
Affects: <input type="checkbox"/> All Debtors <input type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input checked="" type="checkbox"/> USA Capital First Trust Deed Fund, LLC <input type="checkbox"/> USA Securities, LLC	

BALLOT

**TO ACCEPT OR REJECT DEBTORS' THIRD AMENDED JOINT PLAN OF
REORGANIZATION (AFFECTS USA CAPITAL FIRST TRUST DEED FUND, LLC)**

**CLASS B-5 EQUITY INTEREST IN USA CAPITAL FIRST
TRUST DEED FUND, LLC**

VOTING RECORD DATE: NOVEMBER 6, 2006

IMPORTANT

VOTING DEADLINE: DECEMBER 11, 2006 AT 4:00 P.M. PREVAILING PACIFIC TIME

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PROMPTLY COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT SO THAT IT IS **RECEIVED** BY THE SOLICITATION AGENT BY THE VOTING DEADLINE.

If you are the holder of a Class B-5 Equity Interest in USA Capital First Trust Deed Fund, LLC please use this Ballot to cast your vote to accept or reject the Debtors' Third Amended Joint Plan of Reorganization (the "Plan") which is being proposed by the Debtors. The Plan is Exhibit A to the Disclosure Statement dated November 15, 2006 (the "Disclosure Statement"), which accompanies this Ballot. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by holders of at least two-thirds in amount of the allowed Interests in your class that vote on the Plan and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

To have your vote count, this Ballot must be completed and returned to the address indicated, or transmitted via facsimile as instructed below, by the Voting Deadline. Please see the "Instructions for Completing the Ballot" below for additional information.

The Debtors reserve the right to amend the Plan. Amendments to the Plan that do not materially and adversely affect the treatment of holders of Claims or Interests in your class may be approved by the Bankruptcy Court at the confirmation hearing without the necessity of re-soliciting votes of holders of Claims or Interests in your class. If re-solicitation is required, the Debtors will furnish new Ballots to be used to accept or reject the Plan, as amended.

PLEASE READ THE ATTACHED INSTRUCTIONS FOR COMPLETING THE BALLOT BEFORE COMPLETING THE BALLOT:

Item 1. Amount of your Class B-5 Equity Interest in USA Capital First Trust Deed Fund, LLC

Name of Holder: _____

Amount as of the November 6, 2006 Voting Record Date: \$ _____

Item 2. Vote – Acceptance or Rejection of the Plan: The Holder of the Class B-5 Equity Interest in USA Capital First Trust Deed Fund, LLC as set forth in Item 1 votes with respect to the proposed treatment of its Claim against the Debtors as follows (check one box only):

<input type="checkbox"/> to ACCEPT the Plan	<input type="checkbox"/> to REJECT the Plan
--	--

Item 3. Certifications: By returning this Ballot, the undersigned certifies and/or acknowledges that:

- the Holder of the B-5 Equity Interest in USA Capital First Trust Deed Fund, LLC set forth in Item 1 above has been provided with a copy of the Disclosure Statement, including the Plan;
- the Holder of the B-5 Equity Interest in USA Capital First Trust Deed Fund, LLC set forth in Item 1 above has full power and authority to vote to accept or reject the Plan;
- the Holder of the B-5 Equity Interest in USA Capital First Trust Deed Fund, LLC set forth in Item 1 above has voted to accept or reject the Plan as set forth in Item 2 above;
- this solicitation of Plan acceptances is subject to all the terms and conditions set forth in the Disclosure Statement and the Plan; and
- by signing and returning this Ballot, the undersigned certifies that (i) this Ballot has been executed on behalf of an entity or individual and (ii) the undersigned has full power and authority to execute this Ballot on behalf of such entity or individual:

Dated: _____

Name: _____
(Print or Type)

Signature: X _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Telephone Number: _____

Street Address: _____

City, State and Zip Code: _____

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO
BMC GROUP IN THE ENVELOPE PROVIDED OR VIA FACSIMILE AS INSTRUCTED.**

THE VOTING DEADLINE IS DECEMBER 11, 2006.

ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtors are soliciting your vote pursuant to the provisions of chapter 11 of the Bankruptcy Code with respect to the Plan referred to in the Disclosure Statement. Please review the Disclosure Statement in its entirety, including the exhibits thereto, before you vote.

Instructions: Please complete this Ballot as follows:

- (a) vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - (b) review the acknowledgment set forth in Item 3;
 - (c) review the certification and provide the information required in Item 3;
 - (d) date this Ballot, and provide your address if it does not appear on the Ballot;
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THE SOLICITATION AGENT IS BMC GROUP

Regular Mail:	Hand Delivery or Fed Ex:	Facsimile:
BMC Group Attn: USACM Solicitation Agent PO Box 911 El Segundo, CA 90245-0911	BMC Group Attn: USACM Solicitation Agent 1330 E. Franklin Ave. El Segundo, CA 90245	BMC Group Attn: USACM Solicitation Agent Fax No.: (866) 904-4778

- **IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIAL, INCLUDING THE PLAN, PLEASE CALL (888) 909-0100**

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EXHIBIT “1”

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor.	Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR
In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor.	Chapter 11 Jointly Administered Under Case No. BK-S-06-10725 LBR
In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.	
In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.	
In re: USA SECURITIES, LLC, Debtor.	
Affects: <input type="checkbox"/> All Debtors <input type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Capital Realty Advisors, LLC <input checked="" type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA Capital First Trust Deed Fund, LLC <input type="checkbox"/> USA Securities, LLC	

BALLOT

**TO ACCEPT OR REJECT DEBTORS' THIRD AMENDED JOINT PLAN OF
REORGANIZATION (AFFECTS USA CAPITAL DIVERSIFIED
TRUST DEED FUND, LLC)**

**CLASS C-5 EQUITY INTEREST IN USA CAPITAL DIVERSIFIED
TRUST DEED FUND, LLC**

VOTING RECORD DATE: NOVEMBER 6, 2006

IMPORTANT

VOTING DEADLINE: DECEMBER 11, 2006 AT 4:00 P.M. PREVAILING PACIFIC TIME

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PROMPTLY COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT SO THAT IT IS **RECEIVED** BY THE SOLICITATION AGENT BY THE VOTING DEADLINE.

If you are the holder of a Class C-5 Equity Interest in USA Capital Diversified Trust Deed Fund, LLC please use this Ballot to cast your vote to accept or reject the Debtors' Third Amended Joint Plan of Reorganization (the "Plan") which is being proposed by the Debtors. The Plan is Exhibit A to the Disclosure Statement dated November 15, 2006 (the "Disclosure Statement"), which accompanies this Ballot. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by holders of at least two-thirds in the amount of allowed Interests in your class that vote on the Plan and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

To have your vote count, this Ballot must be completed and returned to the address indicated, or transmitted via facsimile as instructed below, by the Voting Deadline. Please see the "Instructions for Completing the Ballot" below for additional information.

The Debtors reserve the right to amend the Plan. Amendments to the Plan that do not materially and adversely affect the treatment of holders of Claims or Interests in your class may be approved by the Bankruptcy Court at the confirmation hearing without the necessity of re-soliciting votes of holders of Claims or Interests in your class. If re-solicitation is required, the Debtors will furnish new Ballots to be used to accept or reject the Plan, as amended.

PLEASE READ THE ATTACHED INSTRUCTIONS FOR COMPLETING THE BALLOT BEFORE COMPLETING THE BALLOT:

Item 1. Amount of your Class C-5 Equity Interest in USA Capital Diversified Trust Deed Fund, LLC

Name of Holder: _____

Amount as of the November 6, 2006 Voting Record Date: \$ _____

Item 2. Vote – Acceptance or Rejection of the Plan: The Holder of the Class C-5 Equity Interest in USA Capital Diversified Trust Deed Fund, LLC as set forth in Item 1 votes with respect to the proposed treatment of its Claim against the Debtors as follows (check one box only):

<input type="checkbox"/> to ACCEPT the Plan	<input type="checkbox"/> to REJECT the Plan
--	--

Item 3. Certifications: By returning this Ballot, the undersigned certifies and/or acknowledges that:

- the Holder of the C-5 Equity Interest in USA Capital Diversified Trust Deed Fund, LLC set forth in Item 1 above has been provided with a copy of the Disclosure Statement, including the Plan;
- the Holder of the C-5 Equity Interest in USA Capital Diversified Trust Deed Fund, LLC set forth in Item 1 above has full power and authority to vote to accept or reject the Plan;
- the Holder of the C-5 Equity Interest in USA Capital Diversified Trust Deed Fund, LLC set forth in Item 1 above has voted to accept or reject the Plan as set forth in Item 2 above;
- this solicitation of Plan acceptances is subject to all the terms and conditions set forth in the Disclosure Statement and the Plan; and
- by signing and returning this Ballot, the undersigned certifies that (i) this Ballot has been executed on behalf of an entity or individual and (ii) the undersigned has full power and authority to execute this Ballot on behalf of such entity or individual:

Dated: _____

Name: _____
(Print or Type)

Signature: X _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Telephone Number: _____

Street Address: _____

City, State and Zip Code: _____

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO
BMC GROUP IN THE ENVELOPE PROVIDED OR VIA FACSIMILE AS INSTRUCTED.**

THE VOTING DEADLINE IS DECEMBER 11, 2006.

ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtors are soliciting your vote pursuant to the provisions of chapter 11 of the Bankruptcy Code with respect to the Plan referred to in the Disclosure Statement. Please review the Disclosure Statement in its entirety, including the exhibits thereto, before you vote.

Instructions: Please complete this Ballot as follows:

- (a) vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - (b) review the acknowledgment set forth in Item 3;
 - (c) review the certification and provide the information required in Item 3;
 - (d) date this Ballot, and provide your address if it does not appear on the Ballot;
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THE SOLICITATION AGENT IS BMC GROUP

Regular Mail:	Hand Delivery or Fed Ex:	Facsimile:
BMC Group Attn: USACM Solicitation Agent PO Box 911 El Segundo, CA 90245-0911	BMC Group Attn: USACM Solicitation Agent 1330 E. Franklin Ave. El Segundo, CA 90245	BMC Group Attn: USACM Solicitation Agent Fax No.: (866) 904-4778

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor.	Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR
In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor.	Chapter 11 Jointly Administered Under Case No. BK-S-06-10725 LBR
In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.	
In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.	
In re: USA SECURITIES, LLC, Debtor.	
Affects: <input type="checkbox"/> All Debtors <input type="checkbox"/> USA Commercial Mortgage Company <input checked="" type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA Capital First Trust Deed Fund, LLC <input type="checkbox"/> USA Securities, LLC	

BALLOT

**TO ACCEPT OR REJECT DEBTORS' THIRD AMENDED JOINT PLAN OF
REORGANIZATION (AFFECTS USA CAPITAL REALTY ADVISORS, LLC)**

**CLASS D-4 GENERAL UNSECURED CLAIM AGAINST USA CAPITAL
REALTY ADVISORS, LLC**

VOTING RECORD DATE: NOVEMBER 6, 2006

IMPORTANT

VOTING DEADLINE: DECEMBER 11, 2006 AT 4:00 P.M. PREVAILING PACIFIC TIME

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PROMPTLY COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT SO THAT IT IS **RECEIVED** BY THE SOLICITATION AGENT BY THE VOTING DEADLINE.

If you are the holder of a Class D-4 General Unsecured Claim Against USA Capital Realty Advisors, LLC please use this Ballot to cast your vote to accept or reject the Debtors' Third Amended Joint Plan of Reorganization (the "Plan") which is being proposed by the Debtors. The Plan is Exhibit A to the Disclosure Statement dated November 15, 2006 (the "Disclosure Statement"), which accompanies this Ballot. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the allowed Claims in your class that vote on the Plan and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

To have your vote count, this Ballot must be completed and returned to the address indicated, or transmitted via facsimile as instructed below, on the enclosed return envelope by the Voting Deadline. Please see the "Instructions for Completing the Ballot" below for additional information.

The Debtors reserve the right to amend the Plan. Amendments to the Plan that do not materially and adversely affect the treatment of holders of Claims or Interests in your class may be approved by the Bankruptcy Court at the confirmation hearing without the necessity of re-soliciting votes of holders of Claims or Interests in your class. If re-solicitation is required, the Debtors will furnish new Ballots to be used to accept or reject the Plan, as amended.

PLEASE READ THE ATTACHED INSTRUCTIONS FOR COMPLETING THE BALLOT BEFORE COMPLETING THE BALLOT:

Item 1. Amount of your Class D-4 General Unsecured Claim Against USA Capital Realty Advisors, LLC

Name of Holder: _____

Amount as of the November 6, 2006 Voting Record Date: \$ _____

Item 2. Vote – Acceptance or Rejection of the Plan: The Holder of the Class D-4 General Unsecured Claim Against USA Capital Realty Advisors, LLC as set forth in Item 1 votes with respect to the proposed treatment of its Claim against the Debtors as follows (check one box only):

<input type="checkbox"/> to ACCEPT the Plan	<input type="checkbox"/> to REJECT the Plan
--	--

Item 3. Certifications: By returning this Ballot, the undersigned certifies and/or acknowledges that:

- the Holder of the D-4 General Unsecured Claim Against USA Capital Realty Advisors, LLC set forth in Item 1 above has been provided with a copy of the Disclosure Statement, including the Plan;
- the Holder of the D-4 General Unsecured Claim Against USA Capital Realty Advisors, LLC set forth in Item 1 above has full power and authority to vote to accept or reject the Plan;
- the Holder of the D-4 General Unsecured Claim Against USA Capital Realty Advisors, LLC set forth in Item 1 above has voted to accept or reject the Plan as set forth in Item 2 above;
- this solicitation of Plan acceptances is subject to all the terms and conditions set forth in the Disclosure Statement and the Plan; and
- by signing and returning this Ballot, the undersigned certifies that (i) this Ballot has been executed on behalf of an entity or individual and (ii) the undersigned has full power and authority to execute this Ballot on behalf of such entity or individual:

Dated: _____

Name: _____
(Print or Type)

Signature: X _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Telephone Number: _____

Street Address: _____

City, State and Zip Code: _____

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO
BMC GROUP IN THE ENVELOPE PROVIDED.**

THE VOTING DEADLINE IS DECEMBER 11, 2006.

ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtors are soliciting your vote pursuant to the provisions of chapter 11 of the Bankruptcy Code with respect to the Plan referred to in the Disclosure Statement. Please review the Disclosure Statement in its entirety, including the exhibits thereto, before you vote.

Instructions: Please complete this Ballot as follows:

- (a) vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - (b) review the acknowledgment set forth in Item 3;
 - (c) review the certification and provide the information required in Item 3;
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THE SOLICITATION AGENT IS BMC GROUP

Regular Mail:	Hand Delivery or Fed Ex:	Facsimile:
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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor.	Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR
In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor.	Chapter 11 Jointly Administered Under Case No. BK-S-06-10725 LBR
In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.	
In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.	
In re: USA SECURITIES, LLC, Debtor.	
Affects: <input type="checkbox"/> All Debtors <input type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA Capital First Trust Deed Fund, LLC <input checked="" type="checkbox"/> USA Securities, LLC	

BALLOT

**TO ACCEPT OR REJECT DEBTORS' THIRD AMENDED JOINT PLAN OF
REORGANIZATION (AFFECTS USA SECURITIES, LLC)**

**CLASS E-4 GENERAL UNSECURED CLAIM AGAINST
USA SECURITIES, LLC**

VOTING RECORD DATE: NOVEMBER 6, 2006

IMPORTANT

VOTING DEADLINE: DECEMBER 11, 2006 AT 4:00 P.M. PREVAILING PACIFIC TIME

REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PROMPTLY COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT SO THAT IT IS **RECEIVED** BY THE SOLICITATION AGENT BY THE VOTING DEADLINE.

If you are the holder of a Class E-4 General Unsecured Claim Against USA Securities, LLC please use this Ballot to cast your vote to accept or reject the Debtors' Third Amended Joint Plan of Reorganization (the "Plan") which is being proposed by the Debtors. The Plan is Exhibit A to the Disclosure Statement dated November 15, 2006 (the "Disclosure Statement"), which accompanies this Ballot. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the allowed Claims in your class that vote on the Plan and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

To have your vote count, this Ballot must be completed and returned to the address indicated, or transmitted via facsimile as instructed below, on the enclosed return envelope by the Voting Deadline. Please see the "Instructions for Completing the Ballot" below for additional information.

The Debtors reserve the right to amend the Plan. Amendments to the Plan that do not materially and adversely affect the treatment of holders of Claims or Interests in your class may be approved by the Bankruptcy Court at the confirmation hearing without the necessity of re-soliciting votes of holders of Claims or Interests in your class. If re-solicitation is required, the Debtors will furnish new Ballots to be used to accept or reject the Plan, as amended.

PLEASE READ THE ATTACHED INSTRUCTIONS FOR COMPLETING THE BALLOT BEFORE COMPLETING THE BALLOT:

Item 1. Amount of your Class E-4 General Unsecured Claim Against USA Securities, LLC

Name of Holder: _____

Amount as of the November 6, 2006 Voting Record Date: \$ _____

Item 2. Vote – Acceptance or Rejection of the Plan: The Holder of the Class E-4 General Unsecured Claim Against USA Securities, LLC as set forth in Item 1 votes with respect to the proposed treatment of its Claim against the Debtors as follows (check one box only):

<input type="checkbox"/> to ACCEPT the Plan	<input type="checkbox"/> to REJECT the Plan
--	--

Item 3. Certifications: By returning this Ballot, the undersigned certifies and/or acknowledges that:

- the Holder of the E-4 General Unsecured Claim Against USA Securities, LLC set forth in Item 1 above has been provided with a copy of the Disclosure Statement, including the Plan;
- the Holder of the E-4 General Unsecured Claim Against USA Securities, LLC set forth in Item 1 above has full power and authority to vote to accept or reject the Plan;
- the Holder of the E-4 General Unsecured Claim Against USA Securities, LLC set forth in Item 1 above has voted to accept or reject the Plan as set forth in Item 2 above;
- this solicitation of Plan acceptances is subject to all the terms and conditions set forth in the Disclosure Statement and the Plan; and
- by signing and returning this Ballot, the undersigned certifies that (i) this Ballot has been executed on behalf of an entity or individual and (ii) the undersigned has full power and authority to execute this Ballot on behalf of such entity or individual:

Dated: _____

Name: _____
(Print or Type)

Signature: X _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Telephone Number: _____

Street Address: _____

City, State and Zip Code: _____

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO
BMC GROUP IN THE ENVELOPE PROVIDED OR VIA FACSIMILE AS INSTRUCTED.**

THE VOTING DEADLINE IS DECEMBER 11, 2006.

ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtors are soliciting your vote pursuant to the provisions of chapter 11 of the Bankruptcy Code with respect to the Plan referred to in the Disclosure Statement. Please review the Disclosure Statement in its entirety, including the exhibits thereto, before you vote.

Instructions: Please complete this Ballot as follows:

- (a) vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - (b) review the acknowledgment set forth in Item 3;
 - (c) review the certification and provide the information required in Item 3;
 - (d) date this Ballot, and provide your address if it does not appear on the Ballot;
 - (e) if you are completing this Ballot on behalf of another entity, you must indicate your relationship with such entity and the capacity in which you are signing, and;
 - (h) return your ballot as indicated below:
- **SO THAT IT IS RECEIVED BY THE SOLICITATION AGENT BY 4:00 P.M. PREVAILING PACIFIC TIME ON DECEMBER 11, 2006.**
 - **ANY BALLOT WHICH IS EXECUTED BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN WILL NOT BE COUNTED.**
 - **YOU MUST VOTE ALL YOUR CLAIMS OR INTERESTS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND YOU MAY NOT SPLIT YOUR VOTE.**
 - **PLEASE MAIL YOUR BALLOT SO THAT IT WILL BE RECEIVED BY THE VOTING DEADLINE.**

THE SOLICITATION AGENT IS BMC GROUP

Regular Mail:	Hand Delivery or Fed Ex:	Facsimile:
BMC Group Attn: USACM Solicitation Agent PO Box 911 El Segundo, CA 90245-0911	BMC Group Attn: USACM Solicitation Agent 1330 E. Franklin Ave. El Segundo, CA 90245	BMC Group Attn: USACM Solicitation Agent Fax No.: (866) 904-4778

- **IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIAL, INCLUDING THE PLAN, PLEASE CALL (888) 909-0100**

This Ballot shall not constitute or be deemed a proof of claim, equity interest or an assertion of a claim or equity interest.

EXHIBIT “1”

SUMMARY OF TREATMENT OF CREDITORS AND INTEREST HOLDERS UNDER THE THIRD AMENDED PLAN

This summary is provided for convenience only, and includes summaries and generalizations which are subject to the provisions of the accompanying Plan and Disclosure Statement (defined below). It is recommended that you read the Plan and Disclosure Statement in full and seek legal and other professional advice if needed. The provisions of this summary are non-binding; only the terms of the Plan, if confirmed, will have any binding effect.

As discussed more fully in the accompanying "Disclosure Statement For Debtors' Third Amended Joint Plan Of Reorganization Dated November 15, 2006" (the "Disclosure Statement") and the "Debtors' Third Amended Joint Plan of Reorganization" (the "Plan"), these cases involve, generally, the following Debtor entities:

USA Commercial Mortgage Company ("USACM")-the entity which services loans funded by Direct Lenders, including the Funds (defined below).

USA Capital Diversified Trust Deed Fund, LLC ("DTDF")-a fund formed for the purpose of making loans serviced by USACM, whose investors were to consist solely of Nevada residents.

USA Capital First Trust Deed Fund, LLC ("FTDF")-a fund formed for the purpose of making loans serviced by USACM, whose investors were not limited to residents of Nevada.

DTDF and FTDF are referred to collectively as the "**Funds**".

USA Capital Realty Advisors, LLC ("USA Realty")-the named manager of the Funds.

USA Securities, LLC ("USA Securities")-an entity which brokered interests in the Funds.

The Plan generally calls for each Debtor to retain its own assets and liquidate them in an orderly way for distribution to its creditors (and, in the case of the Funds, to their member investors). While the amount to be paid to such creditors and investors is uncertain, generally stated the treatment of the various types of creditors and investors in the Funds is as follows:

Administrative Claims (expenses incurred during the Bankruptcy cases) will be paid in

1 full on the date the Plan becomes effective, except as otherwise agreed or ordered. While it is not
 2 known what the total of such claims will be for each Debtor, the Debtors are expected to file
 3 Monthly Operating Reports on or about November 20, 2006, which will list accrued professional
 4 fees from the beginning of the case through October 31, 2006.

5 **Secured Claims** (i.e., claims of any creditors secured by assets of any Debtor) will either
 6 receive a return of their collateral or shall be paid in full on or before the later of (i) sixty (60) days
 7 after the effective date, or (ii) fifteen (15) business days after the date the Secured Claim becomes
 8 an Allowed Claim. Secured Tax Claims will receive the payment option.

9 **Direct Lenders** will retain their rights as lenders under their various loan documents and
 10 loan servicing agreements. The Plan contemplates a sale of the loan servicing agreements (except
 11 for certain loans in which DTDF is the sole or primary lenders). When the Plan becomes
 12 effective, the purchaser of those assets will service the loans according to the terms of the loan
 13 servicing agreements. In addition, the Plan provides a compromise under which the Direct
 14 Lenders will be released by USACM, FTDF, USA Realty, and USA Securities from all claims,
 15 other than what is provided for in the Plan, including but not limited to claims to seek additional
 16 payments from Lenders to finance this case (surcharge), claims to have their interests in loans
 17 recharacterized and shared pro rata with other investors and creditors in these cases
 18 (recharacterization of Direct Lender loans), and the collection of prepetition accrued annual loan
 19 servicing fees under the loan servicing agreements but unpaid on the effective date. This means
 20 that after the Plan is confirmed, except for recovery of Prepaid Interest which will likely be
 21 collected from the Borrowers or through netting, or offsets to claims, Direct Lenders will not be
 22 subject to further litigation and will be retaining their interests in all of their loans and receiving
 23 monthly distributions of all amounts collected on their loans. The "Prepaid Interest" is principal
 24 and interest remitted by USACM to Direct Lenders prior to April 13, 2006 which had not been
 25 paid by the underlying Borrower. In exchange for this release of claims, Direct Lenders will
 26 acknowledge and agree that Prepaid Interest constitutes an asset of the USACM Estate and that
 27 some of the funds already held back from distributions during the pendency of the Bankruptcy
 28 case will be retained by USACM principally to pay a portion of the fees of the Direct Lenders

1 Committee, among other considerations.

2 **Priority Claims** (generally certain tax claims and employee claims, with an extensive list
3 provided in section 507 of the Bankruptcy Code) shall receive payment in full.

4 **Unsecured Claims** are, generally, claims against any of the Debtors which are not secured
5 by collateral nor given any priority or administrative status under the Bankruptcy Code.

6 **Unsecured Claims against USACM** shall receive a beneficial interest in a liquidating
7 trust and eventually be paid a pro rata distribution of net amounts recovered from a variety of
8 sources, including: (1) a portion of the purchase price paid by the asset purchaser and certain
9 collections on purchased loans made after confirmation by the purchaser, both as a result of the
10 Asset Sale; (2) USACM's share of any overbid at the Asset Sale; (3) cash collected from servicing
11 fees, exit fees, success fees, default interest and other amounts contractually due to USACM
12 pursuant to various loans; (4) Prepaid Interest; and (5) litigation recoveries, including potential
13 litigation against prior management. These assets will be used to pay the administrative costs of
14 the Bankruptcy, to fund litigation, including litigation against prior management, and to make
15 distributions to creditors in the case as trust beneficiaries. Certain of these assets may also be
16 subject to claims of DTDF, and DTDF also asserts a large unsecured claim against USACM. If
17 USACM and DTDF are unable to agree on such matters as the amount of that claim and the
18 method of sharing in recoveries from certain assets, those matters will be determined by the
19 Bankruptcy Court.

20 **Unsecured Claims against FTDF** will be paid in full from loan recoveries and proceeds
21 of the asset sale. It is anticipated that such funds will be available for distribution when the Plan
22 becomes effective. Holders of Unsecured Claims against FTDF will receive interest from the date
23 of the Bankruptcy as provided in the Plan.

24 **Unsecured Claims against DTDF** will be paid from loan recoveries and other DTDF
25 assets. It is currently unknown whether there will be any such claims and, if there are unsecured
26 claims allowed by the Court against DTDF, it is unknown whether there will be sufficient cash to
27 pay these claims immediately; however, holders of Unsecured Claims against DTDF will also
28 receive interest from the date of the Bankruptcy when they are paid, as provided in the Plan.

FTDF Investors shall receive a pro rata distribution from all loan recoveries, proceeds from the asset sale, and its claim against USACM after payment of all claims, administrative expenses, and settlement payments to DTDF. In settling all disputes between FTDF and DTDF, FTDF will pay to DTDF (among other things): (i) a payment of \$500,000 to \$1,000,000 (depending on the amount received at auction), which is subject to repayment by DTDF under certain conditions set forth in the Plan; and (ii) a transfer of all proceeds of FTDF's unsecured claim against USACM until DTDF investors reach a certain recovery threshold. In addition, FTDF will pay \$125,000 per month of the combined Debtors' chapter 11 professional fees and expenses.

DTDF Investors shall receive a pro rata share of the amounts remaining after payment of all creditors of DTDF from loan recoveries, from proceeds of litigation, and from DTDF's claim against USACM. DTDF asserts significant claims against various Insiders and Affiliates (both defined in Section 101 of the Bankruptcy Code), including USACM. As discussed above, FTDF will contribute \$500,000 to \$1,000,000 to DTDF, which is subject to repayment by DTDF, but only if DTDF Investors achieve a recovery on par with FTDF Investors. This sum will assist with the payment of claims asserted against DTDF and the creation of a litigation fund for recovery of additional assets and assertion of causes of action.

Unsecured Creditors of USA Realty will receive a pro rata distribution of available funds after liquidation of this estate. The Funds will not be charged a management fee by Realty following the Bankruptcy filing, and any such amounts which have been paid since the Bankruptcy filing (which were immediately passed through to USACM) will be returned to the Funds.

Unsecured Creditors of USA Securities will receive a pro rata distribution of available funds after liquidation of this estate.

Equity Holders (other than DTDF Investors and FTDF Investors) and other insider creditors shall receive no payment under the Plan.

Please note that, if confirmed, the provisions of the Plan will be binding on all of the parties described above and that, if you have problems with any provision of the Plan that applies

1 to you, you must file a timely objection with the Bankruptcy Court or any objection you could
2 have asserted may be deemed waived. As explained in the Disclosure Statement and Plan, many
3 parties will also have the right to vote on the Plan. Votes are counted by groups of parties voting
4 together, which are designated as Classes in the Plan. An affirmative vote of a Class will have a
5 certain binding effect on all parties in that Class.

6 This Plan has been heavily negotiated by the Debtors and the four Committees (the
7 USACM Unsecured Creditor Committee, the DTDF Committee, the FTDF Committee and the
8 Direct Lender Committee). **The Debtors and each of the Committees supports confirmation**
9 **of this Plan and urge you to vote to accept the Plan.**

SCHWARTZER & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Tel: (702) 228-7590 · Fax: (702) 892-0122

900643

EXHIBIT “1”

Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund,
LLC

c/o Stutman, Treister & Glatt, P.C.
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Attn: Andrew M. Parlen, Esq.

November 20, 2006

To the Equity Interest Holders of USA Capital First Trust Deed Fund, LLC:

This letter is being forwarded to you along with the proposed "Debtors' Third Amended Joint Chapter 11 Plan of Reorganization Dated November 15, 2006" (the "Plan") and an accompanying Disclosure Statement filed by USA Commercial Mortgage Company, USA Capital Realty Advisors, LLC, USA Capital Diversified Trust Deed Fund, LLC, USA Capital First Trust Deed Fund, LLC (the "FTDF"), and USA Securities, LLC (collectively, the "Debtors"). The Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC in the FTDF's chapter 11 case (the "FTDF Committee") supports the Plan and believes that it is in the best interests of equity interest holders of the FTDF.

**THE FTDF COMMITTEE UNANIMOUSLY RECOMMENDS THAT YOU VOTE
TO ACCEPT THE PLAN.**

The FTDF Committee is the official representative of the FTDF's equity interest holders and was active in the Debtors' bankruptcy cases. The FTDF Committee has analyzed the Debtors and, in particular, the FTDF and its assets and claims, including intercompany claims. The FTDF Committee also has actively participated in the negotiations with the Debtors and the other three official committees appointed in these cases and has helped to resolve the substantial disputes among the groups.

The FTDF Committee believes that the Plan represents the highest and best recovery available under the circumstances to the holders of equity interests in the FTDF. If the Plan is not confirmed by the Bankruptcy Court, the FTDF Committee believes that there will be a substantial adverse impact on the recovery to holders of FTDF equity interests. The FTDF Committee also believes that if the Plan is not confirmed, expensive and time consuming litigation may ensue, and the equity interest holders of the FTDF will receive substantially less on account of their equity interests than is available under the Plan.

A Ballot to be used in voting on the Plan accompanies the Plan and Disclosure Statement. Please read the Disclosure Statement and the Plan carefully so that you can make an informed decision regarding the Plan, and then complete and mail your Ballot in accordance with the instructions set forth on the Ballot.

Again, the FTDF Committee unanimously recommends that you vote to **ACCEPT** the Plan.

Very truly yours,

The Official Committee of Equity Security
Holders of USA Capital First Trust Deed
Fund, LLC

EXHIBIT “1”

Official Committee of Equity Security Holders of
USA Capital Diversified Trust Deed Fund, LLC

c/o Orrick, Herrington & Sutcliffe LLP
400 Capitol Mall, Suite 3000
Sacramento, CA 95814
Attn: Marc A. Levinson, Esq.

November 20, 2006

Dear Fellow Diversified Fund Members:

I am writing to you in my role as the Chair of The Official Committee of Equity Security Holders of USA Capital Diversified Trust Deed Fund, LLC (the "Diversified Committee"). Enclosed you will find the proposed "Debtors' Third Amended Joint Chapter 11 Plan of Reorganization Dated November 15, 2006" (the "Plan") and an accompanying Disclosure Statement filed by USA Commercial Mortgage Company ("USACM"), USA Capital Realty Advisors, LLC, USA Capital Diversified Trust Deed Fund, LLC ("Diversified Fund"), USA Capital First Trust Deed Fund, LLC ("FTDF"), and USA Securities, LLC (collectively, the "Debtors").

For the reasons discussed below, my fellow Diversified Committee members and I support the Plan and believe that approval of the Plan is in the best interests of all of the Diversified Fund Members. Accordingly,

**THE DIVERSIFIED COMMITTEE RECOMMENDS THAT
YOU VOTE TO ACCEPT THE PLAN.**

Please review the Plan and Disclosure Statement carefully. While I appreciate that these documents are lengthy and might be difficult to understand, they explain in detail what the Plan means to you as a Diversified Fund Member. They also illustrate that the Debtors' bankruptcy cases are very complex and there are lots of different constituencies and moving parts at play. The Plan represents the best efforts of the Debtors and the four official committees in these cases to achieve a global settlement of the competing rights and interests of all interested parties by resolving substantial disputes among the groups.¹

The Diversified Committee believes that the Plan represents the best opportunity for maximization of recoveries to the Diversified Fund Members, given the unique circumstances of our assets.

If the Plan is approved, we can expect, among other things, that FTDF will contribute \$500,000 to \$1,000,000 to Diversified Fund. Under the Plan, this amount is subject to repayment by Diversified Fund, but only if Diversified Fund investors achieve a recovery on par with FTDF investors. The Diversified Fund will use this payment by the FTDF not only to pay

¹ The Diversified Committee reserves the right to object to the Plan if it determines that doing so would be in the best interests of the Diversified Fund Members.

any claims asserted against Diversified Fund that may be allowed by the Bankruptcy Court but also to create a litigation fund for the recovery of additional assets, the collection of loans and the possible assertion of causes of action against those responsible for the wrongdoings to the Diversified Fund.

Additionally, the Plan will permit the Diversified Fund to pursue collection on its loans, to enforce its substantial claims against insiders and affiliates, including USACM, and to pursue any litigation against other third parties against whom the Diversified Fund holds claims. While the ultimate recoveries to Diversified Fund investors will depend on the outcome of these efforts, the Diversified Committee believes that the Plan represents the best means by which to maximize recoveries to Diversified Fund investors given the unique circumstances of the Diversified Fund's assets.

On the other hand, if the Bankruptcy Court does not confirm the Plan, the Diversified Committee believes that there will be a substantial negative impact on the potential recovery to Diversified Fund Members since the time and expense involved in the litigation that may ensue would likely erode the Diversified Fund Members' potential recovery to something significantly less on account of your equity interests than will be available under the Plan.

We are all victims in this situation. I have personally spoken with dozens of you and appreciate that the financial and emotional impacts of the situation are severe. It is the Diversified Committee's sincere hope that sometime in early 2007 the Diversified Fund will be in a better position to be able to make an initial distribution to Diversified Fund Members. Having said that, it is important to recognize that the Diversified Committee still has many issues to resolve before any distribution to Diversified Fund Members will be possible. Approval of the Plan is one of the first, and perhaps most important, steps towards this mutual goal.

A Ballot to be used in voting on the Plan accompanies the Plan and Disclosure Statement. Please read the Disclosure Statement and the Plan carefully so that you can make an informed decision regarding the Plan, and then complete and mail your Ballot in accordance with the instructions set forth on the Ballot.

Again, the Diversified Committee unanimously recommends that you vote to **ACCEPT** the Plan.

On behalf of the volunteer Diversified Committee, I thank you in advance for your consideration of this important decision. I encourage you to visit our web site at <http://usacapdtdf.bmcgroup.com> for additional information and updates as we continue to move through this process.

Very truly yours,

The Official Committee of Equity Security Holders
of USA Capital Diversified Trust Deed Fund, LLC

By: _____

Robert Worthen

Its: Chair

EXHIBIT “1”



Rob Charles
3993 Howard Hughes Parkway
6th Floor
Las Vegas, Nevada 89169

Direct Dial: (702) 949-8320
Direct Fax: (702) 949-8321
RCharles@LRLaw.com
Admitted in: Arizona and Nevada

Our File Number: 46533-00001

November 15, 2006

To the Unsecured Creditors of USA Commercial Mortgage Company

Re: USA Commercial Mortgage Company,
Debtors' Second Amended Joint Chapter 11 Plan of Reorganization

Dear Creditors:

This letter is being forwarded to you along with the proposed "Debtors' Third Amended Joint Chapter 11 Plan of Reorganization" (the "Plan") and an accompanying Disclosure Statement filed by USA Commercial Mortgage Company ("USACM"), USA Capital Realty Advisors, LLC, USA Capital Diversified Trust Deed Fund, LLC, USA Capital First Trust Deed Fund, LLC, and USA Securities, LLC (collectively, the "Debtors"). The Unsecured Creditors Committee of USACM in the chapter 11 case (the "Committee") supports the Plan and believes that although by no means a perfect solution, it is in the best interests of unsecured creditors of USACM.

THE COMMITTEE RECOMMENDS THAT YOU VOTE TO ACCEPT THE PLAN.

The Committee is the official representative of the USACM Unsecured Creditors and has been very active in the Debtors' bankruptcy cases. The Committee is comprised of unsecured creditors who made loans to USACM, unpaid vendors, and Lenders whose principal was taken by USACM's prior management. With the assistance of the Committee's financial advisers, the Committee has analyzed the Debtors and, in particular, USACM and its assets and claims, including intercompany claims. The Committee also has actively participated in negotiations with the Debtors and the other three official committees appointed in these cases and has helped to resolve the substantial disputes among the groups. As with many difficult issues, those Committee's discussions did not result in unanimous decisions on some of the compromises reflected in the Plan.

A majority of the Committee believes that the Plan represents the highest and best recovery available under the circumstances to the holders of unsecured claims in USACM. If the Plan is not confirmed by the Bankruptcy Court, a majority of the Committee believes that there will be a substantial adverse impact on the recovery to holders of unsecured claims in USACM. The Committee also believes that if the Plan is



USACM Unsecured Creditors
November 15, 2006
Page 2

not confirmed, expensive and time-consuming litigation among the Debtor and creditor entities may ensue, and the unsecured claims in USACM will receive less on account of their claims than is available under the Plan. Litigation energy will be more productive when directed toward recovering assets for distribution to creditors through the USACM Trust.

A Ballot to be used in voting on the Plan accompanies the Plan and Disclosure Statement. Please read the Disclosure Statement and the Plan carefully so that you can make an informed decision regarding the Plan, and then complete and mail your Ballot in accordance with the instructions set forth on the Ballot.

Again, a majority of the Committee recommends that you vote to ACCEPT the Plan.

Sincerely,

A handwritten signature in black ink that reads "Rob Charles".

Rob Charles

/rc

copy: Unsecured Creditors Committee

EXHIBIT “1”

Official Committee of Holders of Executory Contract Rights Through
USA Commercial Mortgage Company

c/o Gordon & Silver, Ltd.
3960 Howard Hughes Parkway
Ninth Floor
Las Vegas, NV 89169
Attn: Gregory E. Garman, Esq.

November 20, 2006

Re: Debtors' Third Amended Joint Plan of Reorganization

Dear Direct Lenders:

This letter is being forwarded to you along with the proposed Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (the "Plan") and an accompanying Disclosure Statement filed by USA Commercial Mortgage Company, USA Capital Realty Advisors, LLC, USA Capital Diversified Trust Deed Fund, LLC, USA Capital First Trust Deed Fund, LLC (the "FTDF"), and USA Securities, LLC (collectively, the "Debtors"). The Official Committee of Holders of Executory Contract Rights Through USA Commercial Mortgage Company (the "Direct Lender Committee") supports the Plan and believes that it is in the best interests of Direct Lenders.

**THE DIRECT LENDER COMMITTEE UNANIMOUSLY RECOMMENDS THAT YOU
VOTE TO ACCEPT THE PLAN.**

The Direct Lender committee represents the common interests of all Direct Lenders in the Debtors' bankruptcy cases. The Direct Lender Committee supports the Plan as it is the best option to achieve the Direct Lenders' common goals. More specifically, the Plan provides for the transfer of your loans to a replacement loan servicer, prevents costly litigation between the Debtors and individual Direct Lenders, protects your contractual and state law rights under Notes, Deeds of Trust and individual Loan Service Agreements and provides for an orderly wind down of these bankruptcy proceedings.

A Ballot to be used in voting on the Plan accompanies the Plan and Disclosure Statement. Please read the Disclosure Statement and the Plan carefully so that you can make an informed decision regarding the Plan, and then complete and mail or fax your Ballot in accordance with the instructions set forth on the Ballot. As set forth in the Ballot, all Direct Lenders are entitled to vote in class A-5. However, only Direct Lenders who have claims for diverted principal or otherwise affirmatively assert claims for breach of contract, indemnification or other legal theories by filing a Proof of Claim by the balloting deadline of December 11, 2006 (*not to be confused with the extended proof of claim deadline of January 13, 2007*) are entitled to vote in class A-4.

Again, the Direct Lender Committee recommends that you vote to ACCEPT the Plan.

Very truly yours,

William J. Bullard,
Chairman of Official Committee of Holders of
Executory Contract Rights Through USA
Commercial Mortgage Company